

EXHIBIT 10

Compass Marketing, Inc.

Minutes of a Special Meeting of the Shareholders

A special meeting of the Shareholders of Compass Marketing, Inc. was held at:

Date: June 11, 2001

Time: 8:00 a.m.

Place: Baltimore, MD

The following Shareholders were present, constituting all Shareholders of the Corporation:

Robert Morgan
John D. White
Daniel J. White

Robert Morgan was elected chairman of the meeting, and John White was elected secretary of the meeting.

The secretary presented and read a waiver of the time, place and purpose of the meeting, signed by all the shareholders, which was ordered filed.

The meeting was called to order by the chairman.

Election of Small Business Status

The chairman advised that all of the shareholders had requested that the corporation be treated as a small business corporation for income tax purposes. He noted that the corporation met all the requirements for qualification and he recommended that such action be taken. After discussion, upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the corporation elect under the provisions of the Internal Revenue Code Section 1326 to be treated as a small business corporation for income tax purposes; and it was

RESOLVED FURTHER, that the Directors are hereby authorized and directed to file such election and the shareholders statements of consent with the Internal Revenue Service and take any and all such other action necessary or

desirable to comply with the requirements of the Internal Revenue Service for making such election.

Issuing Shares Under 1998 Option Agreement

The chairman advised that John D. White had requested that the corporation redeem his Note Payable dated January 30, 1998, payable in shares under the provisions of the Note. He recommended that such action be taken. After discussion, upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the corporation modify the terms of the Note dated January 30, 1998, extend the exercise period, and "to grant the Holder a stock option for 300 shares of the Makers Common Stock at a consideration of \$1,000, exercisable within four (4) years fro the date of the Note"; and

WHEREAS, John White has offered to exercise the Holder's option for 300 shares of the Corporation's Common Stock in exchange for \$1,000 plus accumulated interest due under the terms of the Note, it is

RESOLVED FURTHER, that, the offer be and hereby is accepted, and the proper officers are hereby authorized and directed to execute, issue, and deliver in the name and on behalf of the corporation and under its corporate seal, certificates for 300 shares to the order of John D. White.

Ratifying Shareholder's Share Transfer

The chairman advised that Daniel J. White had requested that the corporation receive and redeem his Share Certificate No. 01 representing 300 shares, and issue 2 replacement certificates representing 150 shares each, to reflect Daniel J. White's sale of 150 shares of the Corporation's Common Stock to Michael R. White. He recommended that such action be taken. After discussion, upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the corporation receive and redeem Daniel J. White's Share Certificate No. 01 representing 300 shares, and it was

FURTHER RESOLVED that the corporation issue 2 replacement certificates representing 150 shares each, to

reflect Daniel J. White's sale of 150 shares of the Corporation's Common Stock to Michael R. White; and it is

RESOLVED FURTHER, that the offer be and hereby is accepted, and the proper officers are hereby authorized and directed to execute, issue, and deliver in the name and on behalf of the corporation and under its corporate seal, certificates for 150 shares to the order of Daniel J. White and 150 shares to Michael R. White.

Amending the Corporate By-Laws

The chairman advised that all of the shareholders had requested that the corporation's principle place of business be changed in the corporate by-laws. He recommended that such action be taken. After discussion, upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the corporation modify the terms of Corporation's By-Laws to reflect the principle place of business as: 30110 Moccasin Court, Mechanicsville, MD 20659; and

RESOLVED FURTHER, that the proper officers are hereby authorized and directed to execute, issue, and deliver in the name and on behalf of the corporation and under its corporate seal, an amendment to the Corporate By-Laws.

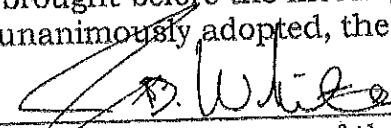
Finally, after discussion, upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that any and all actions previously taken or contracts previously entered into by an officer and/or director of the Corporation acting in such capacity as well as any and all action taken or contracts entered into by said persons acting as individuals, acting for the Corporation, be and the same are hereby ratified, approved and confirmed by the Corporation, and all such contracts adopted as though said individual had at such time full power and authority to act for and by the Corporation and in the same manner as if each and every act had been done pursuant to the specific authorization of the Corporation.


No further business being brought before the meeting, upon motion duly made, seconded and unanimously adopted, the meeting was adjourned.

Dated:

6/20/01

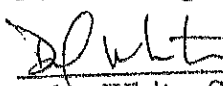

John White, Secretary of the meeting

Dated:


Robert Morgan, Shareholder

6-20-2001

Dated:


John White, Shareholder

Dated:

6/26/01


John White, Shareholder